

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA, <i>Plaintiff,</i> v. NORTHROP GRUMMAN CORPORATION and TRW INC., <i>Defendants.</i>	Case No. 1:02CV02432 JUDGE: Gladys Kessler DECK TYPE: ANTITRUST DATE: 12/11/2002
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STIPULATION AND ORDER

It is hereby STIPULATED by and between the undersigned parties, subject to approval and entry by the Court, that:

1. The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the United States District Court for the District of Columbia.
2. The parties stipulate that a Final Judgment in the form hereto attached may be filed with and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedure and Penalties Act (15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the Court.
3. Defendants shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment by the Court, or until expiration of time for all

appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the proposed Final Judgment as though they were in full force and effect as an order of the Court.

4. This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court.

5. If the United States has withdrawn its consent, as provided in paragraph 2 above, or if the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

6. Defendants represent that the required actions set forth in Sections IV and V of the proposed Final Judgment can and will be implemented and followed and that the defendants will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the provisions contained therein.

7. This Stipulation shall be effective only upon the closing of the Northrop Grumman/TRW transaction.

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA:

_____/s/_____
J. Robert Kramer II
Pennsylvania Bar No. 23963
Chief, Litigation II Section
Antitrust Division
U.S. Department of Justice
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Dated: December 11, 2002

FOR DEFENDANT
NORTHROP GRUMMAN CORPORATION:

_____/s/_____
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Corporate Vice President, Business Strategy
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Telephone: (310) 201-3493
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FOR DEFENDANT TRW Inc.:

_____/s/_____
William B. Lawrence
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Executive Vice President, General Counsel
and Secretary, TRW, Inc.
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Cleveland, Ohio 44124
Telephone: (216) 291-7230
Fax: (216) 291-7872

ORDER

It is SO ORDERED, this 11 day of December, 2002.

_____/s/_____
United States District Court Judge